

Deloitte Tax LLP  
30 Rockefeller Plaza  
New York, NY 10112-0015  
Telephone: 212.436.7815  
Facsimile: 212.653.5449  
Elias Tzavelis

*Tax Services Provider*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al.*,<sup>1</sup>

Debtors.

)  
)  
) Chapter 11

)  
) Case No. 18-23538 (RDD)

)  
) (Jointly Administered)  
)

**NINTH COMBINED MONTHLY FEE STATEMENT OF DELOITTE TAX LLP FOR  
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES AS TAX SERVICES PROVIDER TO THE DEBTORS FOR THE PERIOD  
FROM JULY 1, 2019 THROUGH AUGUST 31, 2019**

Name of Applicant:

Deloitte Tax LLP

Authorized to Provide Services as:

Tax Services Provider to the Debtors

Date of Retention:

Effective *Nunc Pro Tunc* to October 15,  
2018 by Order entered January 17, 2019

Period for which Compensation and  
Reimbursement is Sought:

July 1, 2019 through August 31, 2019

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears de Puerto Rico, Inc. (3626)); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation (4658)); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Amount of Compensation Sought as Actual, Reasonable, and Necessary: \$122,139.50

Amount of Expense Reimbursement Sought: \$0.00

Total Amount of Fees and Expense Reimbursement Sought as Actual, Reasonable and Necessary (100%): **\$122,139.50**

**PRIOR FEE APPLICATIONS FILED**

<b>Date Filed</b>	<b>Period Covered</b>	<b>Requested Fees</b>	<b>Requested Expenses</b>	<b>Approved Fees</b>	<b>Approved Expenses</b>
03/07/19 Dkt. 2771	10/15/2018 – 11/30/2018	\$1,001,528.00	\$28,458.18	\$1,001,528.00	\$28,436.80
04/15/19 Dkt. 3212	12/01/2018 – 12/31/2018	\$724,338.50	\$10,156.37	\$724,338.50	\$10,156.37
04/15/19 Dkt. 3218	01/01/2019 – 01/31/2019	\$975,867.00	\$27,305.81	\$975,867.00	\$27,305.81
04/15/19 Dkt. 3219	02/01/2019 – 02/28/2019	\$565,589.75	\$4,349.96	\$561,773.50	\$4,349.96
06/13/19 Dkt. 4228	03/01/2019 – 03/31/2019	\$564,154.00	\$9,051.99	\$564,154.00	\$9,051.99
06/28/19 Dkt. 4386	04/01/2019 – 04/30/2019	\$542,700.75	\$5,068.85	\$542,700.75	\$5,068.85
08/12/19 Dkt. 4816	05/01/2019 – 05/31/2019	\$216,380.75	\$2,437.90	\$216,380.75	\$2,437.90
08/12/19 Dkt. 4819	06/01/2019 – 06/30/2019	\$62,490.50	\$82.17	\$62,490.50	\$82.17

### CUMULATIVE TIME SUMMARY BY PROFESSIONAL

For the Period from July 1, 2019 through August 31, 2019

Professional	Level	Rate	Hours	Fees
Forrest, Jonathan	Partner/Principal	\$975.00	8.5	\$8,287.50
Penico, Victor	Managing Director	\$975.00	0.6	\$585.00
Carleo, Robert	Managing Director	\$850.00	3.4	\$2,890.00
Hermanson, Tom	Managing Director	\$850.00	2.0	\$1,700.00
Hoffman, David	Partner/Principal	\$850.00	1.8	\$1,530.00
Sullivan, Brian	Managing Director	\$850.00	17.0	\$14,450.00
Tzavelis, Elias	Partner/Principal	\$850.00	3.8	\$3,230.00
Paxton, Michael	Senior Manager	\$725.00	22.4	\$16,240.00
Butler, Mike	Manager	\$595.00	17.4	\$10,353.00
Corrigan, Kevin	Manager	\$595.00	0.3	\$178.50
Espinola, Jonathan	Manager	\$595.00	42.2	\$25,109.00
Fielding, Stephen	Manager	\$595.00	19.1	\$11,364.50
Yang, Annie	Manager	\$595.00	0.1	\$59.50
Ahmadi, Cyavash	Senior Consultant	\$450.00	8.9	\$4,005.00
Schreiber, Mendy	Senior Consultant	\$450.00	4.1	\$1,845.00
Abrom, Carisa	Consultant	\$325.00	18.6	\$6,045.00
Allegretti, Joe	Consultant	\$325.00	3.3	\$1,072.50
Chatten, Colin	Consultant	\$325.00	29.4	\$9,555.00
Chionchio, Michelle	Consultant	\$325.00	2.4	\$780.00
Hybl, Claire	Consultant	\$325.00	8.8	\$2,860.00
<b>Professional Subtotal :</b>			<b>214.1</b>	<b>\$122,139.50</b>

### CUMULATIVE FEES BY CATEGORY SUMMARY

For the Period from July 1, 2019 through August 31, 2019

Categories	Hours	Fees
Preparation of Fee Applications	38.8	\$12,689.50
State Tax Audit Services	9.4	\$6,419.50
Tax Restructuring Services	165.9	\$103,030.50
<b>Fee's Category Subtotal :</b>	<b>214.1</b>	<b>\$122,139.50</b>

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

July 01, 2019 - August 31, 2019

Date	Description	Rate	Hours	Fees
<i>Preparation of Fee Applications</i>				
07/01/2019				
Chatten, Colin	Categorize fees and expenses incurred by Deloitte Tax into categories.	\$325.00	5.3	\$1,722.50
Chatten, Colin	Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	0.9	\$292.50
07/02/2019				
Chatten, Colin	Discuss categorization of fees and expenses with E. Tzavelis of Deloitte Tax.	\$325.00	0.3	\$97.50
Chatten, Colin	Categorize fees and expenses incurred by Deloitte Tax into categories.	\$325.00	0.7	\$227.50
07/03/2019				
Abrom, Carisa	Edits to April monthly fee statement.	\$325.00	0.3	\$97.50
07/04/2019				
Abrom, Carisa	Revise April monthly fee statement.	\$325.00	0.4	\$130.00
07/08/2019				
Chatten, Colin	Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	0.9	\$292.50
07/12/2019				
Abrom, Carisa	Review June fees and expenses.	\$325.00	2.4	\$780.00
Abrom, Carisa	Finalize May monthly fee statement for internal review.	\$325.00	0.8	\$260.00
07/15/2019				
Chatten, Colin	Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	1.2	\$390.00
07/17/2019				
Abrom, Carisa	Revise May monthly fee statement.	\$325.00	1.2	\$390.00
07/18/2019				
Abrom, Carisa	Email to M. Korycki (M-III) regarding duplicate filing of first interim fee application.	\$325.00	0.2	\$65.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

July 01, 2019 - August 31, 2019

Date	Description	Rate	Hours	Fees
<i>Preparation of Fee Applications</i>				
07/22/2019				
Chatten, Colin	Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	0.4	\$130.00
07/29/2019				
Chatten, Colin	Revise June monthly fee application.	\$325.00	1.6	\$520.00
Chatten, Colin	Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	0.7	\$227.50
07/30/2019				
Abrom, Carisa	Revise May monthly fee statement.	\$325.00	1.1	\$357.50
Chatten, Colin	Discuss June monthly fee application and related engagement procedures with E. Tzavelis and S. Fielding of Deloitte Tax.	\$325.00	0.1	\$32.50
Fielding, Stephen	Discuss fee application and related engagement procedures with E. Tzavelis and C. Chatten of Deloitte Tax.	\$595.00	0.1	\$59.50
Tzavelis, Elias	Discuss fee application and related engagement procedures with S. Fielding and C. Chatten of Deloitte Tax.	\$850.00	0.1	\$85.00
07/31/2019				
Abrom, Carisa	Revise May monthly fee statement.	\$325.00	0.7	\$227.50
Abrom, Carisa	Prepare June monthly fee statement.	\$325.00	1.8	\$585.00
Chatten, Colin	Review May monthly fee application.	\$325.00	2.0	\$650.00
08/01/2019				
Abrom, Carisa	Edit June monthly fee statement.	\$325.00	0.9	\$292.50
08/02/2019				
Chatten, Colin	Review revised June monthly fee application.	\$325.00	0.7	\$227.50
08/05/2019				
Abrom, Carisa	Perform additional revisions to May monthly fee statement.	\$325.00	1.2	\$390.00
Abrom, Carisa	Perform additional revisions to June monthly fee statement.	\$325.00	1.6	\$520.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

July 01, 2019 - August 31, 2019

Date	Description	Rate	Hours	Fees
<i>Preparation of Fee Applications</i>				
08/05/2019				
Abrom, Carisa	Prepare draft of second interim fee application.	\$325.00	1.0	\$325.00
Chatten, Colin	Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	0.8	\$260.00
08/07/2019				
Chatten, Colin	Discuss May, June, and Second Interim fee applications with E. Tzavelis and R. Young of Deloitte Tax.	\$325.00	1.0	\$325.00
Chatten, Colin	Review revised June monthly fee application.	\$325.00	0.9	\$292.50
08/08/2019				
Abrom, Carisa	Update May monthly fee statement.	\$325.00	1.0	\$325.00
Abrom, Carisa	Update June monthly fee statement.	\$325.00	1.0	\$325.00
08/13/2019				
Abrom, Carisa	Perform updates to second interim fee application.	\$325.00	2.7	\$877.50
Chatten, Colin	Discuss second interim fee application with E. Tzavelis and R. Young of Deloitte Tax.	\$325.00	0.3	\$97.50
Chatten, Colin	Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	1.0	\$325.00
08/14/2019				
Abrom, Carisa	Finalize second interim fee application.	\$325.00	0.3	\$97.50
08/19/2019				
Chatten, Colin	Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	0.6	\$195.00
08/29/2019				
Chatten, Colin	Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	0.6	\$195.00
Subtotal for Preparation of Fee Applications:			38.8	\$12,689.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

July 01, 2019 - August 31, 2019

Date	Description	Rate	Hours	Fees
<i>State Tax Audit Services</i>				
07/10/2019				
Sullivan, Brian	Review New York proposed audit adjustments.	\$850.00	0.6	\$510.00
07/18/2019				
Chionchio, Michelle	Review a notice from the bureau of reconciliation and mediation services.	\$325.00	0.8	\$260.00
07/19/2019				
Chionchio, Michelle	Review a notice from the bureau of reconciliation and mediation services.	\$325.00	0.1	\$32.50
07/23/2019				
Chionchio, Michelle	Call to NYS collections to confirm that the liability had been paid in full and that there was no need for the hearing.	\$325.00	0.6	\$195.00
07/24/2019				
Chionchio, Michelle	Call to bureau of conciliation and mediation services to determine need for hearing and rescinding petition.	\$325.00	0.1	\$32.50
Sullivan, Brian	Review Arkansas notice regarding sales tax assessments.	\$850.00	0.2	\$170.00
07/25/2019				
Chionchio, Michelle	Call to bureau of conciliation and mediation services to determine need for hearing and rescinding petition.	\$325.00	0.6	\$195.00
07/29/2019				
Chionchio, Michelle	Email summary outlining steps to go about rescinding the petition since the liability had been paid.	\$325.00	0.2	\$65.00
Yang, Annie	Draft email to B. Sullivan of Deloitte Tax to summarize discussion with New York State Bureau of Conciliation and Mediation Services regarding how to withdrawal responsible person's Protest Form.	\$595.00	0.1	\$59.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

July 01, 2019 - August 31, 2019

Date	Description	Rate	Hours	Fees
<i>State Tax Audit Services</i>				
07/31/2019				
Chatten, Colin	Discuss outstanding items and procedures for completing certain state tax audit matters with E. Tzavelis, S. Fielding, and B. Sullivan of Deloitte Tax.	\$325.00	0.3	\$97.50
Fielding, Stephen	Discuss outstanding items and procedures for completing certain state tax audit matters with E. Tzavelis, C. Chaten, and B. Sullivan of Deloitte Tax.	\$595.00	0.3	\$178.50
Sullivan, Brian	Discuss outstanding items and procedures for completing certain state tax audit matters with E. Tzavelis, S. Fielding, and C. Chaten of Deloitte Tax.	\$850.00	0.3	\$255.00
Tzavelis, Elias	Discuss outstanding items and procedures for completing certain state tax audit matters with S. Fielding, C. Chaten, and B. Sullivan of Deloitte Tax.	\$850.00	0.3	\$255.00
08/12/2019				
Sullivan, Brian	Draft email to B. Griffith (M-III) regarding status of Massachusetts sales tax audit discussions.	\$850.00	0.2	\$170.00
08/14/2019				
Sullivan, Brian	Review New York income tax audit settlement provided by K. Lejkowski (Sears).	\$850.00	0.4	\$340.00
08/20/2019				
Sullivan, Brian	Email to E. Remijan (Weil) regarding Massachusetts sales tax audit.	\$850.00	0.2	\$170.00
08/22/2019				
Sullivan, Brian	Draft email to A. Morrison-Howe (Deloitte) regarding next steps for Massachusetts sales tax audit appeal.	\$850.00	0.3	\$255.00
08/26/2019				
Carleo, Robert	Telephone calls with MA DOR Chief of Litigation Bureau regarding negotiation of liability.	\$850.00	1.2	\$1,020.00



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

July 01, 2019 - August 31, 2019

Date	Description	Rate	Hours	Fees
<b><i>State Tax Audit Services</i></b>				
08/27/2019				
Carleo, Robert	Telephone calls with MA DOR attorney regarding process of negotiating liability.	\$850.00	1.6	\$1,360.00
08/28/2019				
Carleo, Robert	Prepare for and call with B. Sullivan and J. Espinola (both Deloitte) regarding the settlement status of the Massachusetts audit.	\$850.00	0.6	\$510.00
Espinola, Jonathan	Call with B. Sullivan and R. Carleo (both Deloitte) regarding the settlement status of the Massachusetts audit.	\$595.00	0.2	\$119.00
Sullivan, Brian	Call with R. Carleo and J. Espinola (both Deloitte) regarding the settlement status of the Massachusetts audit.	\$850.00	0.2	\$170.00
Subtotal for State Tax Audit Services:			9.4	\$6,419.50

***Tax Restructuring Services***

07/01/2019				
Allegretti, Joe	Call with J. Espinola (Deloitte) to discuss the treatment and relationship related to an intercompany note with Sears Brands Business Unit Corporation.	\$325.00	0.2	\$65.00
Espinola, Jonathan	Call with J. Allegretti (Deloitte) to discuss the treatment and relationship related to an intercompany note with Sears Brands Business Unit Corporation.	\$595.00	0.2	\$119.00
Hermanson, Tom	Research intercompany note writedown and discuss same with SHC audit team.	\$850.00	1.0	\$850.00
Paxton, Michael	Review state attribute reduction model inputs.	\$725.00	1.9	\$1,377.50
Paxton, Michael	Review state attribute reduction model net operating loss allocations.	\$725.00	1.5	\$1,087.50
Sullivan, Brian	Research state tax treatment of Sears Re cancellation of debt income in Sears Brands Business Unit liquidation.	\$850.00	0.9	\$765.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

July 01, 2019 - August 31, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
07/02/2019				
Espinola, Jonathan	Draft revisions to state attribute reduction model.	\$595.00	1.0	\$595.00
Espinola, Jonathan	Draft revisions to state cash tax model.	\$595.00	1.6	\$952.00
Espinola, Jonathan	Call with B. Sullivan and M. Paxton (both Deloitte) regarding revisions to state cash tax model and state tax attribute reduction model.	\$595.00	0.6	\$357.00
Espinola, Jonathan	Revise attribute reduction tab based on the intercompany balances and conformity to Treas. Reg. Sec. 1.1502-13.	\$595.00	1.5	\$892.50
Espinola, Jonathan	Call with M. Paxton (Deloitte) regarding state cash tax model and state tax attribute reduction model review points and necessary revisions.	\$595.00	0.5	\$297.50
Paxton, Michael	Call with B. Sullivan and J. Espinola (both Deloitte) regarding revisions to state cash tax model and state tax attribute reduction model.	\$725.00	0.6	\$435.00
Paxton, Michael	Call with J. Espinola (Deloitte) regarding state cash tax model and state tax attribute reduction model review points and necessary revisions.	\$725.00	0.5	\$362.50
Paxton, Michael	Review revision to state attribute reduction model.	\$725.00	2.2	\$1,595.00
Paxton, Michael	Review revision to state cash tax model.	\$725.00	2.8	\$2,030.00
Sullivan, Brian	Call with M. Paxton and J. Espinola (both Deloitte) regarding revisions to state cash tax model and state tax attribute reduction model.	\$850.00	0.6	\$510.00
07/03/2019				
Allegretti, Joe	Call with M. Paxton, S. Fielding, and J. Espinola (Deloitte) regarding short period 2 federal taxable income calculation and the application of Treasury Regulation Sec. 1.1502-36.	\$325.00	0.2	\$65.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

July 01, 2019 - August 31, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
07/03/2019				
Allegretti, Joe	Call with M. Paxton, S. Fielding, and J. Espinola (Deloitte) regarding the Sears Brands Business Unit liquidation and potential state implications.	\$325.00	0.3	\$97.50
Corrigan, Kevin	Call with M. Paxton and J. Espinola (both Deloitte) regarding state stock basis updates.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Revise state taxable income model pertaining to combined group composition changes.	\$595.00	2.1	\$1,249.50
Espinola, Jonathan	Revise state cash tax model.	\$595.00	1.3	\$773.50
Espinola, Jonathan	Call with M. Paxton, S. Fielding, and J. Allegretti (all Deloitte) regarding short period 2 federal taxable income calculation and the application of Treasury Regulation Sec. 1.1502-36.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Call with M. Paxton, S. Fielding, and J. Allegretti (all Deloitte) regarding the Sears Brands Business Unit liquidation and potential state implications.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Call with M. Paxton and K. Corrigan (both Deloitte) regarding state stock basis updates.	\$595.00	0.3	\$178.50
Fielding, Stephen	Call with M. Paxton, J. Espinola and J. Allegretti (all Deloitte) regarding short period 2 federal taxable income calculation and the application of Treasury Regulation Sec. 1.1502-36.	\$595.00	0.2	\$119.00
Fielding, Stephen	Call with M. Paxton, J. Espinola, and J. Allegretti (all Deloitte) regarding the Sears Brands Business Unit liquidation and potential state implications.	\$595.00	0.3	\$178.50
Hybl, Claire	Update state attribute reduction model.	\$325.00	0.7	\$227.50
Paxton, Michael	Call with S. Fielding, J. Espinola and J. Allegretti (all Deloitte) regarding short period 2 federal taxable income calculation and the application of Treasury Regulation Sec. 1.1502-36.	\$725.00	0.2	\$145.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

July 01, 2019 - August 31, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
07/03/2019				
Paxton, Michael	Call with S. Fielding, J. Espinola, and J. Allegretti (all Deloitte) regarding the Sears Brands Business Unit liquidation and potential state implications.	\$725.00	0.3	\$217.50
Paxton, Michael	Call with K. Corrigan and J. Espinola (both Deloitte) regarding state stock basis updates.	\$725.00	0.3	\$217.50
Sullivan, Brian	Draft email to V. Los (PWC) regarding state tax impact of cancellation of debt income recognized by Sears Re in SP1 emergence transaction.	\$850.00	0.4	\$340.00
Sullivan, Brian	Review stock basis adjustments for purposes of state attribute reduction model.	\$850.00	0.3	\$255.00
07/08/2019				
Ahmadi, Cyavash	Perform research regarding Wisconsin state treasury reg. 1.1502-36 conformity.	\$450.00	1.0	\$450.00
Ahmadi, Cyavash	Perform research regarding Massachusetts state treasury reg. 1.1502-36 conformity.	\$450.00	1.0	\$450.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, T. Hermanson, J. Berry, L. McDonnel, and M. Lew of Deloitte; and S. Goldring, M. Hoenig, and E. Remijan of Weil to discuss potential write-down of intercompany debt obligations.	\$595.00	0.5	\$297.50
Butler, Mike	Discuss potential write-down of intercompany debt obligations with E. Tzavelis and C. Chatten of Deloitte Tax.	\$595.00	0.3	\$178.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, T. Hermanson, J. Berry, L. McDonnel, and M. Lew of Deloitte; and S. Goldring, M. Hoenig, and E. Remijan of Weil to discuss potential write-down of intercompany debt obligations.	\$325.00	0.5	\$162.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

July 01, 2019 - August 31, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
07/08/2019				
Chatten, Colin	Discuss potential write-down of intercompany debt obligations with E. Tzavelis and M. Butler of Deloitte Tax.	\$325.00	0.3	\$97.50
Espinola, Jonathan	Review research pertaining to whether Massachusetts conforms to Treas. Reg. Section 1.1502-36.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research pertaining to whether Wisconsin conforms to Treas. Reg. Section 1.1502-36.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Revise state income tax.	\$595.00	2.1	\$1,249.50
Espinola, Jonathan	Call with M. Paxton (Deloitte) regarding state attribute reduction model.	\$595.00	0.3	\$178.50
Fielding, Stephen	Call with E. Tzavelis, M. Butler, C. Chatten, T. Hermanson, J. Berry, L. McDonnel, and M. Lew of Deloitte; and S. Goldring, M. Hoenig, and E. Remijan of Weil to discuss potential write-down of intercompany debt obligations.	\$595.00	0.5	\$297.50
Hermanson, Tom	Research tax issues associated with intercompany note writedown.	\$850.00	1.0	\$850.00
Sullivan, Brian	Call with M. Butler and M. Paxton (both Deloitte) regarding federal and state tax treatment of intercompany balances in SP1.	\$850.00	0.4	\$340.00
Sullivan, Brian	Research state conformity to Treas. Reg. 1.1502-36.	\$850.00	0.7	\$595.00
Sullivan, Brian	Review updated Sears model with intercompany cancellation of debt income amounts shifting to short tax year 1.	\$850.00	0.9	\$765.00
07/09/2019				
Espinola, Jonathan	Update alternative state income tax model pertaining to New York proposed audit adjustments.	\$595.00	0.6	\$357.00
Espinola, Jonathan	Update alternative state tax attribute reduction model pertaining to New York proposed audit adjustments.	\$595.00	0.7	\$416.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

July 01, 2019 - August 31, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
07/09/2019				
Espinola, Jonathan	Revise state attribute reduction model based on combined group changes pertaining to Sears Re and Sears Protection.	\$595.00	2.3	\$1,368.50
Espinola, Jonathan	Revise state income tax model based on combined group changes pertaining to Sears Re and Sears Protection.	\$595.00	2.1	\$1,249.50
Espinola, Jonathan	Revise state tax attribute reduction model based on combined group differences.	\$595.00	0.7	\$416.50
Sullivan, Brian	Review updated state model with intercompany cancellation of debt income/bad debt deductions in states that decouple from Treas. Reg. 1.1502-13.	\$850.00	1.4	\$1,190.00
07/10/2019				
Espinola, Jonathan	Finalize revisions to state attribute reduction model and cash tax model pertaining to New York proposed audit adjustments.	\$595.00	1.5	\$892.50
Espinola, Jonathan	Call with M. Paxton (Deloitte) regarding state attribute reduction model revisions.	\$595.00	1.0	\$595.00
Espinola, Jonathan	Revise attribute reduction model for New York proposed audit adjustments.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Revise state tax attribute reduction model based on review points from M. Paxton (Deloitte).	\$595.00	1.0	\$595.00
Paxton, Michael	Research federal and state tax treatment of intercompany balances in SP1.	\$725.00	0.4	\$290.00
Paxton, Michael	Call with J. Espinola (Deloitte) regarding state attribute reduction model revisions.	\$725.00	1.0	\$725.00
Sullivan, Brian	Review state tax model updated for state returns that exclude Sears Re intercompany debt settlements.	\$850.00	0.6	\$510.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

July 01, 2019 - August 31, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
07/11/2019				
Ahmadi, Cyavash	Call with J. Espinola (Deloitte) regarding Treas. Reg. Sec. 1.1502-36 state conformity research needed for state attribute reduction model.	\$450.00	0.2	\$90.00
Espinola, Jonathan	Call with C. Ahmadi (Deloitte) regarding Treas. Reg. Sec. 1.1502-36 state conformity research needed for state attribute reduction model.	\$595.00	0.2	\$119.00
Paxton, Michael	Review state attribute reduction model updates for change in the federal inputs.	\$725.00	1.1	\$797.50
07/12/2019				
Espinola, Jonathan	Draft summary of state intercompany transaction rules as applied to Short Period 1 for the combined returns.	\$595.00	0.8	\$476.00
Espinola, Jonathan	Update state attribute reduction model per updated state income tax model.	\$595.00	0.8	\$476.00
Espinola, Jonathan	Review state income tax model based on review points from M. Paxton (Deloitte).	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review revisions to state tax attribute reduction model.	\$595.00	0.6	\$357.00
Espinola, Jonathan	Analyze impacts of the proposed New York audit adjustments on the New York net operating loss carryovers.	\$595.00	0.3	\$178.50
Paxton, Michael	Review intercompany debt balances by entity for state impact.	\$725.00	1.9	\$1,377.50
Paxton, Michael	Review impact of New York settlement options on state attribute reduction model.	\$725.00	0.8	\$580.00
Paxton, Michael	Review application of excess loss accounts and bad debt deductions in state attribute reduction model.	\$725.00	2.4	\$1,740.00
Sullivan, Brian	Analyze impact of New York proposed adjustments on net operating loss balances subject to attribute reduction.	\$850.00	1.7	\$1,445.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

July 01, 2019 - August 31, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
07/15/2019				
Chatten, Colin	Discuss potential material advisor disclosure statement filing requirements arising from certain restructuring transactions with E. Tzavelis, S. Fielding, and M. Butler of Deloitte Tax.	\$325.00	0.5	\$162.50
Fielding, Stephen	Discuss write-off of intercompany notes to generate bad debt deduction with M. Hoenig, E. Allison, S. Goldring, E. Remijan (Weil), and W. Mcrae (Cleary).	\$595.00	0.5	\$297.50
Fielding, Stephen	Discuss potential material advisor disclosure statement filing requirements arising from certain restructuring transactions with E. Tzavelis, M. Butler, and C. Chatten of Deloitte Tax.	\$595.00	0.5	\$297.50
Fielding, Stephen	Review transactions that occurred in quarter 2 that could result in a material advisor filing for tax purposes.	\$595.00	1.3	\$773.50
Forrest, Jonathan	Review representation letter for Cleary's tax opinion.	\$975.00	0.6	\$585.00
07/16/2019				
Butler, Mike	Review revised representation letter and supporting calculations.	\$595.00	0.9	\$535.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, and J. Forrest of Deloitte Tax; B. Murphy and N. Weber of M-III; and S. Goldring, M. Hoenig, and E. Remijan of Weil tax to discuss the tax representation letter.	\$595.00	1.0	\$595.00
Butler, Mike	Call with S. Fielding, C. Chatten, B. Sullivan, J. Espinola, and M. Paxton of Deloitte Tax to discuss state tax implications of contemplated intercompany debt settlement transactions.	\$595.00	0.4	\$238.00



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

July 01, 2019 - August 31, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
07/16/2019				
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, and J. Forrest of Deloitte Tax; B. Murphy and N. Weber of M-III; and S. Goldring, M. Hoenig, and E. Remijan of Weil tax to discuss the tax representation letter.	\$325.00	1.0	\$325.00
Chatten, Colin	Call with S. Fielding, M. Butler, B. Sullivan, J. Espinola, and M. Paxton of Deloitte Tax to discuss state tax implications of contemplated intercompany debt settlement transactions.	\$325.00	0.4	\$130.00
Espinola, Jonathan	Update tax attribute reduction model.	\$595.00	1.0	\$595.00
Espinola, Jonathan	Call with S. Fielding, C. Chaten, M. Butler, B. Sullivan, and M. Paxton of Deloitte Tax to discuss state tax implications of contemplated intercompany debt settlement transactions.	\$595.00	0.4	\$238.00
Fielding, Stephen	Call with E. Tzavelis, C. Chaten, M. Butler, and J. Forrest of Deloitte Tax; B. Murphy and N. Weber of M-III; and S. Goldring, M. Hoenig, and E. Remijan of Weil tax to discuss the tax representation letter.	\$595.00	1.0	\$595.00
Fielding, Stephen	Call with C. Chaten, M. Butler, B. Sullivan, J. Espinola, and M. Paxton of Deloitte Tax to discuss state tax implications of contemplated intercompany debt settlement transactions.	\$595.00	0.4	\$238.00
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, C. Chaten, and M. Butler, of Deloitte Tax; B. Murphy and N. Weber of M-III; and S. Goldring, M. Hoenig, and E. Remijan of Weil tax to discuss the tax representation letter.	\$975.00	1.0	\$975.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

July 01, 2019 - August 31, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
07/16/2019				
Paxton, Michael	Call with S. Fielding, C. Chatten, M. Butler, B. Sullivan, J. Espinola of Deloitte Tax to discuss state tax implications of contemplated intercompany debt settlement transactions.	\$725.00	0.4	\$290.00
Sullivan, Brian	Call with S. Fielding, C. Chatten, M. Butler, J. Espinola, and M. Paxton of Deloitte Tax to discuss state tax implications of contemplated intercompany debt settlement transactions.	\$850.00	0.4	\$340.00
Sullivan, Brian	Review revised state tax model.	\$850.00	1.7	\$1,445.00
07/17/2019				
Ahmadi, Cyavash	Prepare Sears Power of Attorney.	\$450.00	0.3	\$135.00
Chatten, Colin	Call with S. Fielding of Deloitte Tax to discuss potential material advisor disclosure filings.	\$325.00	0.4	\$130.00
Fielding, Stephen	Read and provide comment on Sears tax representation letter.	\$595.00	1.9	\$1,130.50
Fielding, Stephen	Call with C. Chatten of Deloitte Tax to discuss potential material advisor disclosure filings.	\$595.00	0.4	\$238.00
Fielding, Stephen	Read and provide comment on Sears tax representation letter for additional comments and edits.	\$595.00	1.5	\$892.50
Forrest, Jonathan	Review revised representation letter.	\$975.00	0.5	\$487.50
07/18/2019				
Ahmadi, Cyavash	Perform research regarding Alaska state treasury reg. 1.1502-36 conformity.	\$450.00	0.2	\$90.00
Ahmadi, Cyavash	Perform research regarding Arizona state treasury reg. 1.1502-36 conformity.	\$450.00	0.3	\$135.00
Ahmadi, Cyavash	Perform research regarding California state treasury reg. 1.1502-36 conformity.	\$450.00	0.3	\$135.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

July 01, 2019 - August 31, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
07/18/2019				
Ahmadi, Cyavash	Perform research regarding Connecticut state treasury reg. 1.1502-36 conformity.	\$450.00	0.2	\$90.00
Ahmadi, Cyavash	Perform research regarding District of Columbia state treasury reg. 1.1502-36 conformity.	\$450.00	0.2	\$90.00
Ahmadi, Cyavash	Perform research regarding Idaho state treasury reg. 1.1502-36 conformity.	\$450.00	0.2	\$90.00
Ahmadi, Cyavash	Perform research regarding Illinois state treasury reg. 1.1502-36 conformity.	\$450.00	0.3	\$135.00
Ahmadi, Cyavash	Perform research regarding Kansas state treasury reg. 1.1502-36 conformity.	\$450.00	0.3	\$135.00
Ahmadi, Cyavash	Perform research regarding Kentucky state treasury reg. 1.1502-36 conformity.	\$450.00	0.2	\$90.00
Ahmadi, Cyavash	Perform research regarding Michigan state treasury reg. 1.1502-36 conformity.	\$450.00	0.3	\$135.00
Ahmadi, Cyavash	Perform research regarding Minnesota state treasury reg. 1.1502-36 conformity.	\$450.00	0.2	\$90.00
Ahmadi, Cyavash	Perform research regarding Montana state treasury reg. 1.1502-36 conformity.	\$450.00	0.3	\$135.00
Ahmadi, Cyavash	Perform research regarding North Dakota state treasury reg. 1.1502-36 conformity.	\$450.00	0.2	\$90.00
Ahmadi, Cyavash	Perform research regarding Nebraska state treasury reg. 1.1502-36 conformity.	\$450.00	0.2	\$90.00
Ahmadi, Cyavash	Perform research regarding New Hampshire state treasury reg. 1.1502-36 conformity.	\$450.00	0.3	\$135.00
Ahmadi, Cyavash	Perform research regarding New Jersey state treasury reg. 1.1502-36 conformity.	\$450.00	0.3	\$135.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

July 01, 2019 - August 31, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
07/18/2019				
Ahmadi, Cyavash	Perform research regarding New Mexico state treasury reg. 1.1502-36 conformity.	\$450.00	0.3	\$135.00
Ahmadi, Cyavash	Perform research regarding Oregon state treasury reg. 1.1502-36 conformity.	\$450.00	0.2	\$90.00
Ahmadi, Cyavash	Perform research regarding Rhoda Island state treasury reg. 1.1502-36 conformity.	\$450.00	0.3	\$135.00
Ahmadi, Cyavash	Perform research regarding Texas state treasury reg. 1.1502-36 conformity.	\$450.00	0.2	\$90.00
Ahmadi, Cyavash	Perform research regarding Utah state treasury reg. 1.1502-36 conformity.	\$450.00	0.3	\$135.00
Ahmadi, Cyavash	Perform research regarding Vermont state treasury reg. 1.1502-36 conformity.	\$450.00	0.2	\$90.00
Ahmadi, Cyavash	Perform research regarding Wisconsin state treasury reg. 1.1502-36 conformity.	\$450.00	0.2	\$90.00
Ahmadi, Cyavash	Perform research regarding West Virginia state treasury reg. 1.1502-36 conformity.	\$450.00	0.4	\$180.00
Butler, Mike	Review calculation supporting representation.	\$595.00	2.2	\$1,309.00
Butler, Mike	Draft email to Cleary regarding questions with respect to tax representation.	\$595.00	0.6	\$357.00
Chatten, Colin	Call with S. Goldring of Weil and E. Tzavelis and S. Fielding of Deloitte Tax to discuss potential material advisor disclosure filings.	\$325.00	0.7	\$227.50
Chatten, Colin	Draft internal email correspondence regarding material advisor disclosure filing obligations.	\$325.00	0.6	\$195.00
Espinola, Jonathan	Draft revisions to state income tax model.	\$595.00	1.6	\$952.00
Espinola, Jonathan	Review state worthless stock deduction and conformity to Treas. Reg. Sec. 1.1502-36.	\$595.00	0.4	\$238.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

July 01, 2019 - August 31, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
07/18/2019				
Fielding, Stephen	Call with S. Goldring of Weil and E. Tzavelis and C. Chatten of Deloitte Tax to discuss potential material advisor disclosure filings.	\$595.00	0.7	\$416.50
Fielding, Stephen	Review transactions that occurred in quarter 2 that could result in a material advisor filing for tax purposes.	\$595.00	2.3	\$1,368.50
Forrest, Jonathan	Review representation letter.	\$975.00	0.4	\$390.00
Hybl, Claire	Prepare to finalize Sears state bankruptcy transaction model.	\$325.00	1.6	\$520.00
Hybl, Claire	Prepare to finalize Sears state bankruptcy transaction attribute model.	\$325.00	4.8	\$1,560.00
Paxton, Michael	Review updates to state model.	\$725.00	2.5	\$1,812.50
Tzavelis, Elias	Call with S. Goldring of Weil and S. Fielding and C. Chatten of Deloitte Tax to discuss potential material advisor disclosure filings.	\$850.00	0.7	\$595.00
07/19/2019				
Ahmadi, Cyavash	Prepare Sears Power of Attorney.	\$450.00	0.3	\$135.00
Espinola, Jonathan	Review draft revisions to Massachusetts Power of Attorney forms for sales tax matters pertaining to Sears, Roebuck & Co. and Sears Operations LLC.	\$595.00	0.7	\$416.50
Espinola, Jonathan	Review and revise updates to state attribute reduction model.	\$595.00	0.5	\$297.50
Hybl, Claire	Update Sears multi-state bankruptcy tax attribute model.	\$325.00	1.7	\$552.50
07/22/2019				
Butler, Mike	Research reportable transaction disclosure requirements.	\$595.00	2.6	\$1,547.00
Espinola, Jonathan	Review research regarding conformity to Treas. Reg. Sec. 1.1502-36 in Alaska.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research regarding conformity to Treas. Reg. Sec. 1.1502-36 in Arizona.	\$595.00	0.3	\$178.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

July 01, 2019 - August 31, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
07/22/2019				
Espinola, Jonathan	Review research regarding conformity to Treas. Reg. Sec. 1.1502-36 in California.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research regarding conformity to Treas. Reg. Sec. 1.1502-36 in Connecticut.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research regarding conformity to Treas. Reg. Sec. 1.1502-36 in District of Columbia.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research regarding conformity to Treas. Reg. Sec. 1.1502-36 in Idaho.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research regarding conformity to Treas. Reg. Sec. 1.1502-36 in Illinois.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research regarding conformity to Treas. Reg. Sec. 1.1502-36 in Kansas.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research regarding conformity to Treas. Reg. Sec. 1.1502-36 in Kentucky.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research regarding conformity to Treas. Reg. Sec. 1.1502-36 in Maine.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research regarding conformity to Treas. Reg. Sec. 1.1502-36 in Massachusetts.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research regarding conformity to Treas. Reg. Sec. 1.1502-36 in Michigan.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research regarding conformity to Treas. Reg. Sec. 1.1502-36 in Minnesota.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research regarding conformity to Treas. Reg. Sec. 1.1502-36 in Montana.	\$595.00	0.3	\$178.50
Sullivan, Brian	Prepare Massachusetts Power of Attorney for Miii signature.	\$850.00	0.4	\$340.00
Sullivan, Brian	Review state tax model.	\$850.00	1.9	\$1,615.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

July 01, 2019 - August 31, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
07/23/2019				
Allegretti, Joe	Work with M-III to provide the necessary support for Item 8 in the Representation letter.	\$325.00	0.4	\$130.00
Butler, Mike	Research loss character in Sears brands transaction.	\$595.00	2.3	\$1,368.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Forrest, J. Perry, T. Fielman, and K. Klein of Deloitte Tax to discuss potential material advisor disclosure filing obligations.	\$595.00	0.4	\$238.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, and J. Forrest of Deloitte Tax to discuss potential material advisor disclosure filing obligations.	\$595.00	0.5	\$297.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, J. Forrest, J. Perry, T. Fielman, and K. Klein of Deloitte Tax to discuss potential material advisor disclosure filing obligations.	\$325.00	0.4	\$130.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, and J. Forrest of Deloitte Tax to discuss potential material advisor disclosure filing obligations.	\$325.00	0.5	\$162.50
Chatten, Colin	Discuss potential material advisor disclosure filing obligations with E. Tzavelis and S. Fielding of Deloitte Tax.	\$325.00	0.3	\$97.50
Fielding, Stephen	Discuss potential material advisor disclosure filing obligations with E. Tzavelis and C. Chatten of Deloitte Tax.	\$595.00	0.3	\$178.50
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, M. Butler, J. Forrest, J. Perry, T. Fielman, and K. Klein of Deloitte Tax to discuss potential material advisor disclosure filing obligations.	\$595.00	0.4	\$238.00
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, M. Butler, and J. Forrest of Deloitte Tax to discuss potential material advisor disclosure filing obligations.	\$595.00	0.5	\$297.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

July 01, 2019 - August 31, 2019

Date	Description	Rate	Hours	Fees
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*Tax Restructuring Services*

07/23/2019

Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Perry, T. Fielman, and K. Klein of Deloitte Tax to discuss potential material advisor disclosure filing obligations.	\$975.00	0.4	\$390.00
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, C. Chatten, and M. Butler of Deloitte Tax to discuss potential material advisor disclosure filing obligations.	\$975.00	0.5	\$487.50
Tzavelis, Elias	Call with S. Fielding, C. Chatten, M. Butler, J. Forrest, J. Perry, T. Fielman, and K. Klein of Deloitte Tax to discuss potential material advisor disclosure filing obligations.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, M. Butler, and J. Forrest of Deloitte Tax to discuss potential material advisor disclosure filing obligations.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Discuss potential material advisor disclosure filing obligations with S. Fielding and C. Chatten of Deloitte Tax.	\$850.00	0.3	\$255.00

07/24/2019

Espinola, Jonathan	Review research regarding conformity to Treas. Reg. Sec. 1.1502-36 in Nebraska.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research regarding conformity to Treas. Reg. Sec. 1.1502-36 in New Hampshire.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research regarding conformity to Treas. Reg. Sec. 1.1502-36 in New Jersey.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research regarding conformity to Treas. Reg. Sec. 1.1502-36 in New Mexico.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research regarding conformity to Treas. Reg. Sec. 1.1502-36 in New York City.	\$595.00	0.3	\$178.50



## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

July 01, 2019 - August 31, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
07/24/2019				
Espinola, Jonathan	Review research regarding conformity to Treas. Reg. Sec. 1.1502-36 in New York.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research regarding conformity to Treas. Reg. Sec. 1.1502-36 in North Dakota.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research regarding conformity to Treas. Reg. Sec. 1.1502-36 in Oregon.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research regarding conformity to Treas. Reg. Sec. 1.1502-36 in Rhode Island.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research regarding conformity to Treas. Reg. Sec. 1.1502-36 in Texas.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review research regarding conformity to Treas. Reg. Sec. 1.1502-36 in Utah.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research regarding conformity to Treas. Reg. Sec. 1.1502-36 in Vermont.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research regarding conformity to Treas. Reg. Sec. 1.1502-36 in West Virginia.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research regarding conformity to Treas. Reg. Sec. 1.1502-36 in Wisconsin.	\$595.00	0.3	\$178.50
Forrest, Jonathan	Evaluate requirement for material advisor disclosure statement.	\$975.00	2.1	\$2,047.50
Forrest, Jonathan	Call with V. Penico (Deloitte) regarding material advisor disclosure.	\$975.00	0.4	\$390.00
Penico, Victor	Prepare for and call with J. Forrest (Deloitte) regarding material advisor disclosure.	\$975.00	0.6	\$585.00
07/25/2019				
Chatten, Colin	Discuss potential material advisor disclosure filing obligations with E. Tzavelis, S. Fielding, M. Butler, J. Forrest, and M. Schreiber of Deloitte Tax.	\$325.00	0.2	\$65.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

July 01, 2019 - August 31, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
07/25/2019				
Fielding, Stephen	Discuss potential material advisor disclosure filing obligations with E. Tzavelis, C. Chatten, M. Butler, J. Forrest, and M. Schreiber of Deloitte Tax.	\$595.00	0.2	\$119.00
Forrest, Jonathan	Meeting with M. Schreiber (Deloitte) to discuss the definition of a security under section 165(g) and any potential material advisor disclosure filing obligations.	\$975.00	0.7	\$682.50
Forrest, Jonathan	Review proper treatment of intercompany debt extinguishment.	\$975.00	1.4	\$1,365.00
Forrest, Jonathan	Discuss potential material advisor disclosure filing obligations with E. Tzavelis, C. Chatten, S. Fielding, M. Butler, and M. Schreiber of Deloitte Tax.	\$975.00	0.2	\$195.00
Schreiber, Mendy	Meeting with J. Forrest (Deloitte) to discuss the definition of a security under section 165(g) and any potential material advisor disclosure filing obligations.	\$450.00	0.7	\$315.00
Schreiber, Mendy	Discuss potential material advisor disclosure filing obligations with E. Tzavelis, C. Chatten, S. Fielding, M. Butler, and J. Forrest of Deloitte Tax.	\$450.00	0.2	\$90.00
Schreiber, Mendy	Review material advisor disclosure.	\$450.00	2.9	\$1,305.00
Tzavelis, Elias	Call with S. Goldring, M. Hoenig, E. Remijan, E. Allison of Weil and S. Fielding, M. Butler, C. Chatten, J. Forrest, and M. Schreiber of Deloitte Tax to evaluate potential material advisor disclosure filing obligations.	\$850.00	0.3	\$255.00
Tzavelis, Elias	Discuss potential material advisor disclosure filing obligations with C. Chatten, S. Fielding, M. Butler, J. Forrest, and M. Schreiber of Deloitte Tax.	\$850.00	0.2	\$170.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

July 01, 2019 - August 31, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
07/26/2019				
Butler, Mike	Discuss potential material advisor disclosure filing obligations with E. Tzavelis, C. Chatten, S. Fielding, J. Forrest, and M. Schreiber of Deloitte Tax.	\$595.00	0.2	\$119.00
Butler, Mike	Review substantially all calculation model.	\$595.00	2.7	\$1,606.50
Butler, Mike	Call with S. Goldring, M. Hoenig, E. Remijan, E. Allison of Weil and E. Tzavelis, S. Fielding, C. Chatten, J. Forrest, and M. Schreiber of Deloitte Tax to evaluate potential material advisor disclosure filing obligations.	\$595.00	0.3	\$178.50
Chatten, Colin	Call with S. Goldring, M. Hoenig, E. Remijan, E. Allison of Weil and E. Tzavelis, S. Fielding, M. Butler, J. Forrest, and M. Schreiber of Deloitte Tax to evaluate potential material advisor disclosure filing obligations.	\$325.00	0.3	\$97.50
Espinola, Jonathan	Call with B. Sullivan and M. Paxton (both Deloitte) and PwC tax regarding updated state income tax model and state attribute reduction model.	\$595.00	0.5	\$297.50
Fielding, Stephen	Call with S. Goldring, M. Hoenig, E. Remijan, E. Allison of Weil and E. Tzavelis, M. Butler, C. Chatten, J. Forrest, and M. Schreiber of Deloitte Tax to evaluate potential material advisor disclosure filing obligations.	\$595.00	0.3	\$178.50
Forrest, Jonathan	Call with S. Goldring, M. Hoenig, E. Remijan, E. Allison of Weil and E. Tzavelis, S. Fielding, M. Butler, C. Chatten, and M. Schreiber of Deloitte Tax to evaluate potential material advisor disclosure filing obligations.	\$975.00	0.3	\$292.50
Paxton, Michael	Call with B. Sullivan and J. Espinola (both Deloitte) and PwC tax regarding updated state income tax model and state attribute reduction model.	\$725.00	0.5	\$362.50

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

July 01, 2019 - August 31, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
07/26/2019				
Schreiber, Mendy	Call with S. Goldring, M. Hoenig, E. Remijan, E. Allison of Weil and E. Tzavelis, S. Fielding, M. Butler, C. Chatten, J. Forrest (all Deloitte) to evaluate potential material advisor disclosure filing obligations.	\$450.00	0.3	\$135.00
Sullivan, Brian	Call with M. Paxton and J. Espinola (both Deloitte) and PwC tax regarding updated state income tax model and state attribute reduction model.	\$850.00	0.5	\$425.00
07/28/2019				
Espinola, Jonathan	Update state income tax model per additional revisions from B. Sullivan (Deloitte).	\$595.00	0.3	\$178.50
07/29/2019				
Allegretti, Joe	Call with M. Butler (Deloitte) to discuss the substantially all calculation support for Item 8 on the Representations letter.	\$325.00	0.2	\$65.00
Butler, Mike	Review substantially all calculation in anticipation of call with M-III.	\$595.00	1.3	\$773.50
Butler, Mike	Call with J. Allegretti (Deloitte) to discuss the substantially all calculation support for Item 8 on the Representations letter.	\$595.00	0.2	\$119.00
07/30/2019				
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, and M. Butler of Deloitte; E. Remijan of Weil; and B. Murphy of M-III to discuss tax representation letter and supporting calculations.	\$325.00	0.4	\$130.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, B. Sullivan, and M. Paxton of Deloitte Tax; E. Remijan, M. Hoenig, and E. Allison of Weil; and B. Murphy of M-III to discuss character and state tax implications of certain transactions.	\$325.00	0.6	\$195.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

July 01, 2019 - August 31, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
07/30/2019				
Allegretti, Joe	Draft flow of substantially all calculation for the call with M-III Partners to review compilation of the balance sheets.	\$325.00	1.0	\$325.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, B. Sullivan, and M. Paxton of Deloitte Tax; E. Remijan, M. Hoenig, and E. Allison of Weil; and B. Murphy of M-III to discuss character and state tax implications of certain transactions.	\$595.00	0.6	\$357.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, and J. Allegretti of Deloitte Tax; E. Remijan of Weil; and B. Murphy of M-III to discuss tax representation letter and supporting calculations.	\$595.00	0.4	\$238.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, B. Sullivan, and M. Paxton of Deloitte Tax; E. Remijan, M. Hoenig, and E. Allison of Weil; and B. Murphy of M-III to discuss character and state tax implications of certain transactions.	\$325.00	0.6	\$195.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, and J. Allegretti of Deloitte Tax; E. Remijan of Weil; and B. Murphy of M-III to discuss tax representation letter and supporting calculations.	\$325.00	0.4	\$130.00
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, M. Butler, J. Allegretti, B. Sullivan, and M. Paxton of Deloitte Tax; E. Remijan, M. Hoenig, and E. Allison of Weil; and B. Murphy of M-III to discuss character and state tax implications of certain transactions.	\$595.00	0.6	\$357.00
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, M. Butler, and J. Allegretti of Deloitte Tax; E. Remijan of Weil; and B. Murphy of M-III to discuss tax representation letter and supporting calculations.	\$595.00	0.4	\$238.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

July 01, 2019 - August 31, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
07/30/2019				
Paxton, Michael	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Sullivan of Deloitte Tax; E. Remijan, M. Hoenig, and E. Allison of Weil; and B. Murphy of M-III to discuss character and state tax implications of certain transactions.	\$725.00	0.6	\$435.00
Sullivan, Brian	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, and M. Paxton of Deloitte Tax; E. Remijan, M. Hoenig, and E. Allison of Weil; and B. Murphy of M-III to discuss character and state tax implications of certain transactions.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Sullivan, and M. Paxton of Deloitte Tax; E. Remijan, M. Hoenig, and E. Allison of Weil; and B. Murphy of M-III to discuss character and state tax implications of certain transactions.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, M. Butler, and J. Allegretti of Deloitte Tax; E. Remijan of Weil; and B. Murphy of M-III to discuss tax representation letter and supporting calculations.	\$850.00	0.4	\$340.00
07/31/2019				
Paxton, Michael	Call with V. Los and T. Stelzer (PWC), K. Lejkowski (Sears) and B. Sullivan (Deloitte) to discuss impact of proposed New York adjust adjustments on state tax attribute reduction model.	\$725.00	0.5	\$362.50
Sullivan, Brian	Call with V. Los and T. Stelzer (PWC), K. Lejkowski (Sears) and M. Paxton (Deloitte) to discuss impact of proposed New York adjust adjustments on state tax attribute reduction model.	\$850.00	0.5	\$425.00
Sullivan, Brian	Draft email to V. Los and T. Stelzer (both PWC) responding to questions regarding treatment of intercompany debt settlements in the state tax model.	\$850.00	0.4	\$340.00

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

July 01, 2019 - August 31, 2019

Date	Description	Rate	Hours	Fees
<i><b>Tax Restructuring Services</b></i>				
07/31/2019				
Sullivan, Brian	Respond to questions (via email) from E. Remijan (Weil) regarding state income tax consequences in Louisiana and Oklahoma regarding IRC 166 conformity.	\$850.00	0.3	\$255.00
08/11/2019				
Hoffman, David	Review and provide comment on draft representation letter.	\$850.00	1.8	\$1,530.00
08/12/2019				
Espinola, Jonathan	Revise state taxable income model.	\$595.00	1.0	\$595.00
08/15/2019				
Chatten, Colin	Research whether foreign transfer taxes may apply to the transfer of assets to the liquidating trust.	\$325.00	2.0	\$650.00
08/19/2019				
Espinola, Jonathan	Update state taxable income and attribute reduction model per New York audit adjustments.	\$595.00	1.0	\$595.00
Fielding, Stephen	Research potential non-U.S. transfer taxes on movement of non-U.S. subsidiaries to trust.	\$595.00	1.4	\$833.00
08/20/2019				
Fielding, Stephen	Further research potential non-U.S. transfer taxes on movement of non-U.S. subsidiaries to trust.	\$595.00	1.2	\$714.00
08/23/2019				
Fielding, Stephen	Research potential transfer taxes in non-U.S. jurisdictions.	\$595.00	1.9	\$1,130.50
08/29/2019				
Espinola, Jonathan	Review updated state taxable income model and attribute reduction model based on New York audit changes.	\$595.00	0.3	\$178.50
Subtotal for Tax Restructuring Services:			165.9	\$103,030.50
<b>Total</b>			<b>214.1</b>	<b>\$122,139.50</b>

## Sears Holdings Corporation

## Deloitte Tax LLP

## Fees Sorted by Category for the Fee Period

July 01, 2019 - August 31, 2019

## Recapitulation

Name	Rate	Hours	Fees
Forrest, Jonathan	\$975.00	8.5	\$8,287.50
Penico, Victor	\$975.00	0.6	\$585.00
Carleo, Robert	\$850.00	3.4	\$2,890.00
Hermanson, Tom	\$850.00	2.0	\$1,700.00
Hoffman, David	\$850.00	1.8	\$1,530.00
Sullivan, Brian	\$850.00	17.0	\$14,450.00
Tzavelis, Elias	\$850.00	3.8	\$3,230.00
Paxton, Michael	\$725.00	22.4	\$16,240.00
Butler, Mike	\$595.00	17.4	\$10,353.00
Corrigan, Kevin	\$595.00	0.3	\$178.50
Espinola, Jonathan	\$595.00	42.2	\$25,109.00
Fielding, Stephen	\$595.00	19.1	\$11,364.50
Yang, Annie	\$595.00	0.1	\$59.50
Ahmadi, Cyavash	\$450.00	8.9	\$4,005.00
Schreiber, Mendy	\$450.00	4.1	\$1,845.00
Abrom, Carisa	\$325.00	18.6	\$6,045.00
Allegretti, Joe	\$325.00	3.3	\$1,072.50
Chatten, Colin	\$325.00	29.4	\$9,555.00
Chionchio, Michelle	\$325.00	2.4	\$780.00
Hybl, Claire	\$325.00	8.8	\$2,860.00